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ATTORNEYS FOR THE DEBTORS  
AND DEBTORS IN POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>In re:</b>	§	<b>CASE NO. 14-32821-11</b>
	§	
<b>SEARS METHODIST RETIREMENT SYSTEM, INC., et al.<sup>1</sup></b>	§	<b>CHAPTER 11</b>
	§	
<b>Debtors.</b>	§	<b>Jointly Administered</b>
	§	

**NOTICE OF FILING OF CLEAN AND REDLINED VERSIONS OF THE  
PLAN DEBTORS' SECOND AMENDED JOINT PLAN OF REORGANIZATION  
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**PLEASE TAKE NOTICE** that, on December 6, 2014, Sears Methodist Retirement System, Inc., Sears Caprock Retirement Corporation, Sears Methodist Centers, Inc., Sears Methodist Foundation, Sears Panhandle Retirement Corporation, Sears Permian Retirement Corporation, Sears Plains Retirement Corporation, Sears Tyler Methodist Retirement Corporation, and Senior Dimensions, Inc. (collectively, the "Plan Debtors") filed the *Plan Debtors' Joint Plan Of Reorganization Pursuant To Chapter 11 Of The Bankruptcy Code*, dated as of December 6, 2014 [Docket No. 595] (the "Plan").

**PLEASE TAKE FURTHER NOTICE** that, on January 15, 2015, the Plan Debtors filed an amended version of the Plan titled the *Plan Debtors' Amended Joint Plan Of Reorganization Pursuant To Chapter 11 Of The Bankruptcy Code*, dated as of January 15, 2015 [Docket No. 685] (the "Amended Plan").

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<sup>1</sup> The debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification numbers, are: Sears Methodist Retirement System, Inc. (6330), Canyons Senior Living, L.P. (8545), Odessa Methodist Housing, Inc. (9569), Sears Brazos Retirement Corporation (8053), Sears Caprock Retirement Corporation (9581), Sears Methodist Centers, Inc. (4917), Sears Methodist Foundation (2545), Sears Panhandle Retirement Corporation (3233), Sears Permian Retirement Corporation (7608), Sears Plains Retirement Corporation (8233), Sears Tyler Methodist Retirement Corporation (0571) and Senior Dimensions, Inc. (4016). The mailing address of each of the debtors, solely for purposes of notices and communications, is 2100 Ross Avenue, 21st Floor, c/o Paul Rundell, Dallas, Texas 75201.

**PLEASE TAKE FURTHER NOTICE** that, based upon negotiations with certain interested parties, the Plan Debtors made changes to the Amended Plan reflected in the *Plan Debtors' Second Amended Joint Plan Of Reorganization Pursuant To Chapter 11 Of The Bankruptcy Code*, dated as of February 26, 2015 (the "Final Plan"), attached hereto as Exhibit A. A redline comparison of the Final Plan and Amended Plan is attached hereto as Exhibit B. The Plan Debtors believe that the changes incorporated into the Final Plan do not constitute changes that materially and adversely change the treatment of any Claims or Interests thereunder. Accordingly, these modifications comply in all respects with section 1127 of the Bankruptcy Code and Bankruptcy Rule 3019, and none of the modifications requires additional disclosure or resolicitation of votes.

Dated: February 27, 2015  
Dallas, Texas

**DLA PIPER LLP (US)**

By: /s/ Vincent P. Slusher  
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